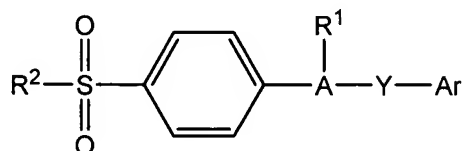


AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims

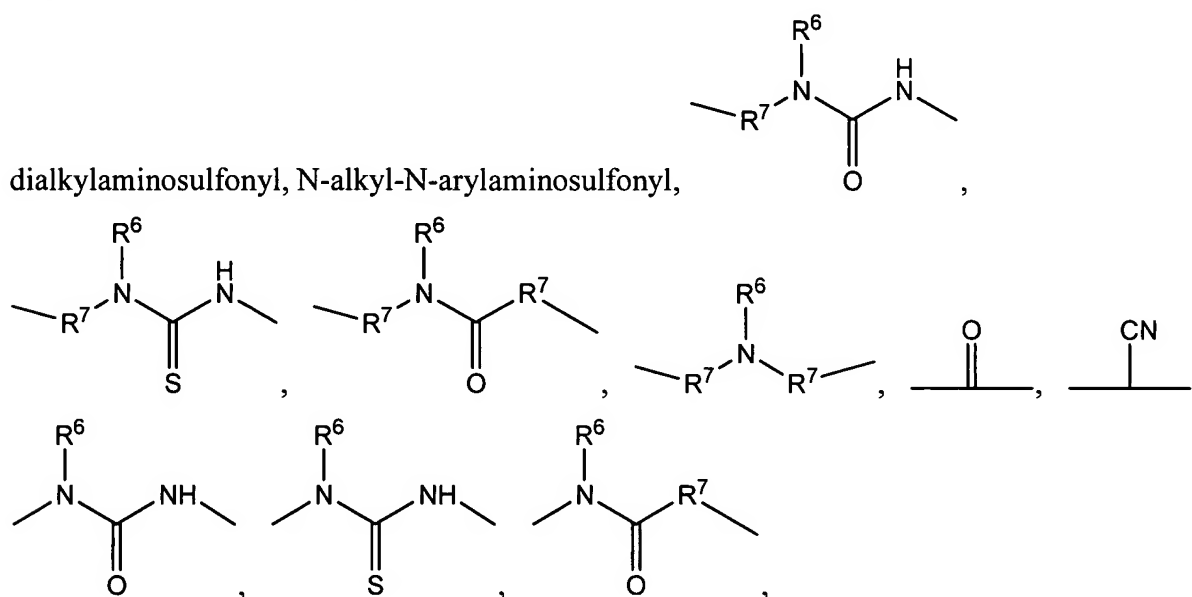
1. (currently amended) A compound of Formula I



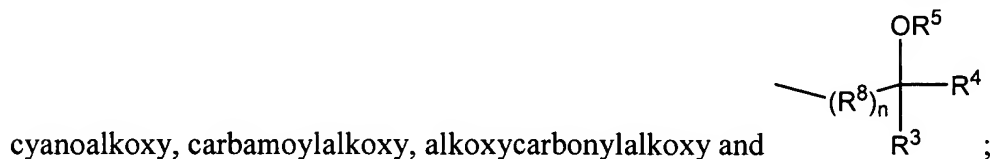
wherein A is a pyrazolyl ~~a 5- or 6-member ring substituent selected from partially unsaturated or unsaturated heterocyclo and carbocyclic rings, wherein A is~~ optionally substituted with a radical selected from acyl, halo, alkyl, haloalkyl, cyano, nitro, carboxyl, alkoxy, oxo, aminocarbonyl, alkoxycarbonyl, carboxyalkyl, cyanoalkyl, and hydroxyalkyl;

wherein Y is a radical selected from oxy, thio, sulfinyl, sulfonyl, alkyl, alkenyl, alkynyl, alkyloxy, alkylthio, alkylcarbonyl, cycloalkyl, aryl, haloalkyl, hydroxyalkyl, hydroxyalkyloxy, hydroxyalkyloxyalkyl, hydroxyalkylthio, hydroxyalkylthioalkyl, oximinoalkoxy, oximinoalkoxyalkyl, (alkyl) oximinoalkoxy, (alkyl) oximinoalkoxyalkyl, oximinoalkylthio, oximinoalkylthioalkyl, (alkyl) oximinoalkylthio, (alkyl) oximinoalkylthioalkyl, carbonylalkyloxy, carbonylalkyloxyalkyl, carbonylalkylthio, carbonylalkylthioalkyl, heterocyclo, cycloalkenyl, aralkyl, heterocycloalkyl, acyl, alkylthioalkyl, alkyloxyalkyl, alkenylthio, alkynylthio, alkenyloxy, alkynyloxy, alkenylthioalkyl, alkynylthioalkyl, alkenyloxyalkyl, alkynyloxyalkyl, arylcarbonyl, aralkylcarbonyl, aralkenyl, alkylarylalkynyloxy, alkylarylalkenyloxy, alkylarylalkynylthio, alkylarylalkenylthio, haloalkylcarbonyl, alkoxyalkyl, alkylaminocarbonylalkyl, heteroaralkoxyalkyl, heteroaryloxyalkyl, heteroarylthioalkyl, heteroalkylthioalkyl, heteroaralkoxy, heteroaralkylthio, heteroaryloxy, heteroarylthio, arylthioalkyl, aryloxyalkyl, haloaryloxyalkyl, alkoxycarbonylalkyl, alkoxycarbonylcycloalkenyl, aminocarbonylalkyl, N-alkylaminocarbonyl, N-arylaminocarbonyl, N,N-dialkylaminocarbonyl, N-alkyl-N-arylaminocarbonyl, cycloalkylaminocarbonyl, heterocycloaminocarbonyl, carboxyalkylaminocarbonyl,

alkylcarbonylalkyl, arakoxycarbonylalkylaminocarbonyl, haloaralkyl, carboxyhaloalkyl, alkoxycarbonylhaloalkyl, aminocarbonylhaloalkyl, alkylaminocarbonylhaloalkyl, N-alkylamino, N,N-dialkylamino, N-arylamino, N-aralkylamino, N-alkyl-N-aralkylamino, N-alkyl-N-arylamino, aminoalkyl, N-alkylaminoalkyl, N,N-dialkylaminoalkyl, N-arylaminoalkyl, N-aralkylaminoalkyl, N-alkyl-N-aralkylaminoalkyl, N-alkyl-N-arylaminoalkyl, aminoalkoxy, aminoalkoxyalkyl, aminioalkylthio, aminoalkylthioalkyl, cycloalkoxy, cycloalkylalkoxy, cycloalkylthio, cycloalkylalkylthio, aryloxy, aralkoxy, arylthio, aralkylthio, alkylsulfinyl, alkylsulfonyl, aminosulfonyl, N-alkylaminosulfonyl, N-arylaminosulfonyl, arylsulfonyl, N,N-



wherein Ar is selected from aryl and heteroaryl, wherein Ar is optionally substituted with one or two substituents selected from halo, hydroxyl, mercapto, amino, nitro, cyano, carbamoyl, alkyl, alkenyloxy, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, dialkylamino, haloalkyl, alkoxycarbonyl, N-alkylcarbamoyl, N,N-dialkylcarbamoyl, alkanoylamino,



wherein R¹ is one or more substituents selected from heterocyclo, cycloalkyl, cycloalkenyl and aryl, wherein R¹ is optionally substituted at a substitutable position with one or more radicals selected from alkyl, haloalkyl, cyano, carboxyl, alkoxycarbonyl, hydroxyl,

hydroxyalkyl, haloalkoxy, amino, alkylamino, arylamino, nitro, alkoxyalkyl, alkylsulfinyl, halo, alkoxy and alkylthio;

wherein R^2 is selected from alkyl and amino;

wherein R^3 and R^4 together form a group of the formula $-B-X-B^1$ which together with the carbon atom to which B and B^1 are attached, defines a ring having 6 ring atoms, wherein B and B^1 , which may be the same or different, each is alkylene and X is oxy, and which ring may bear one, two or three substituents, which may be the same or different, selected from hydroxyl, alkyl, alkoxy, alkenyloxy and alkynyloxy;

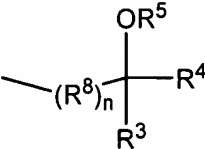
wherein R^5 is selected from hydroxyl, alkoxy, alkylcarbonyloxy, arylcarbonyloxy, carboxyl, aminocarbonyl, alkylaminocarbonyl, alkoxy carbonyl, acyl, and cyano;

wherein R^6 is selected from hydrido, alkyl, aryl, and aralkyl;

wherein R^7 is selected from alkyl, alkoxy, alkenyl, and alkynyl;

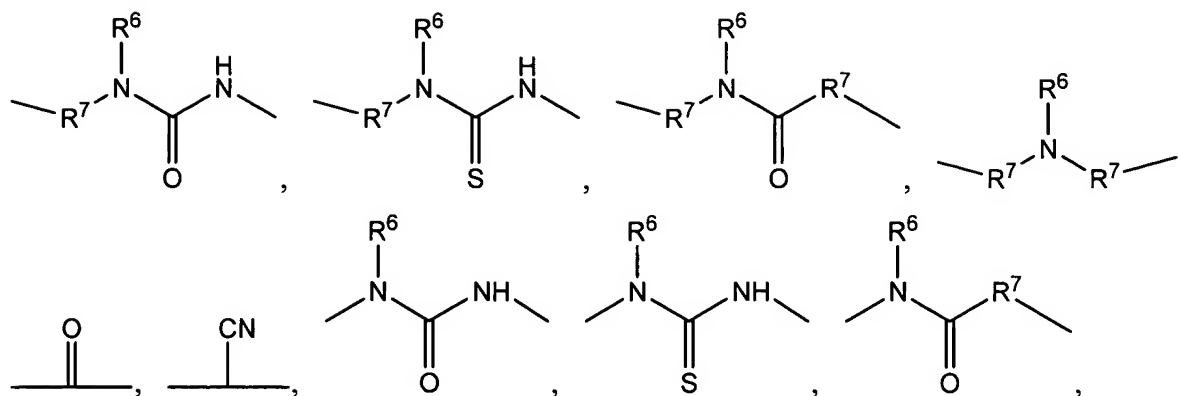
wherein R^8 is oximino optionally substituted with alkyl; and

wherein n is 0 or 1;

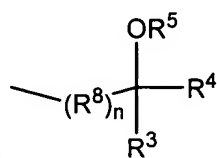
provided Ar is substituted with  when A is oxazolyl;
or a pharmaceutically-acceptable salt thereof.

2. (currently amended) Compound of Claim 1 wherein A is ~~a radical selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isothiazolyl, triazolyl, isoxazolyl, pyrazolyl, cyclopentenyl, phenyl, and pyridyl, wherein A is~~ optionally substituted with a radical selected from acyl, halo, lower alkyl, lower haloalkyl, oxo, cyano, nitro, carboxyl, lower alkoxy, aminocarbonyl, lower alkoxy carbonyl, lower carboxyalkyl, lower cyanoalkyl, and lower hydroxyalkyl, wherein Y is a radical selected from oxy, thio, sulfinyl, sulfonyl, lower alkyl, lower alkenyl, lower alkynyl, lower alkyloxy, lower hydroxyalkyl, lower hydroxyalkyloxy, lower hydroxyalkyloxyalkyl, lower oximinoalkoxy, lower oximinoalkoxyalkyl, lower (alkyl)

oximinoalkoxy, lower (alkyl) oximinoalkoxyalkyl, lower carbonylalkyloxy, lower carbonylalkyloxyalkyl, lower hydroxyalkylthio, lower hydroxyalkylthioalkyl, lower oximinoalkylthio, lower oximinoalkylthioalkyl, lower (alkyl) oximinoalkylthio, lower (alkyl) oximinoalkylthioalkyl, lower carbonylalkylthio, lower carbonylalkylthioalkyl, lower alkylthio, lower alkylcarbonyl, lower cycloalkyl, phenyl, lower haloalkyl, 5- or 6-membered heterocyclo, lower cycloalkenyl, lower aralkyl, lower heterocycloalkyl, acyl, lower alkylthioalkyl, lower alkyloxyalkyl, lower alkenylthio, lower alkynylthio, lower alkenyloxy, lower alkynyloxy, lower alkenylthioalkyl, lower alkynylthioalkyl, lower alkenyloxyalkyl, lower alkynyloxyalkyl, phenylcarbonyl, lower arakylcarbonyl, lower arakenyl, lower alkylarylalkynyloxy, lower alkylarylalkenyloxy, lower alkylarylalkynylthio, lower alkylarylalkenylthio, lower haloalkylcarbonyl, lower alkylaminocarbonylalkyl, lower heteroaralkoxyalkyl, lower heteroaryloxyalkyl, lower heteroarylthioalkyl, lower heteroaralkylthioalkyl, lower heteroaralkoxy, lower heteroaralkylthio, lower heteroaryloxy, lower heteroarylthio, lower arylthioalkyl, lower aryloxyalkyl, lower aralkylthioalkyl, lower aralkoxyalkyl, lower alkoxyaralkoxyalkyl, lower alkoxy carbonylalkyl, lower alkoxy carbonylcyanoalkenyl, lower aminocarbonylalkyl, lower N-alkylaminocarbonyl, N-phenylaminocarbonyl, lower N,N-dialkylaminocarbonyl, lower N-alkyl-N-arylaminocarbonyl, lower cycloalkylaminocarbonyl, lower heterocycloaminocarbonyl, lower carboxyalkylaminocarbonyl, lower alkylcarbonylalkyl, lower aralkoxycarbonylalkylaminocarbonyl, lower haloaralkyl, lower carboxyhaloalkyl, lower alkoxy carbonylhaloalkyl, lower aminocarbonylhaloalkyl, lower alkylaminocarbonylhaloalkyl, lower N-alkylamino, lower N,Ndialkylamino, N-phenylamino, lower N-aralkylamino, lower N-alkyl-N-aralkylamino, lower N-alkyl-N-araylamino, lower aminoalkyl, lower N-alkylaminoalkyl, lower N,Ndialkylaminoalkyl, lower N-aralaminoalkyl, lower N-aralkylaminoalkyl, lower N-alkyl-N-aralkylaminoalkyl, lower N-alkyl-N-arylaminominoalkyl, lower aminoalkoxy, lower aminoalkoxyalkyl, lower aminoalkylthio, lower aminoalkylthioalkyl, lower cycloalkyloxy, lower cycloalkylalkyloxy, lower cycloalkylthio, lower cycloalkylalkylthio, phenyloxy, lower aralkoxy, phenylthio, lower aralkylthio, lower alkylsulfinyl, lower alkylsulfonyl, aminosulfonyl, lower N-alkylaminosulfonyl, lower N-arylaminosulfonyl, lower arylsulfonyl, lower N,N-dialkylaminosulfonyl, lower N-alkyl-N-arylaminosulfonyl,



wherein Ar is selected from aryl selected from phenyl, biphenyl and naphthyl, and 5- and 6-membered heteroaryl, wherein Ar is optionally substituted with one or two substituents selected from halo, hydroxyl, mercapto, amino, nitro, cyano, carbamoyl, lower alkyl, lower alkenyloxy, lower alkoxy, lower alkylthio, lower alkylsulfinyl, lower alkylsulfonyl, lower alkylamino, lower dialkylamino, lower haloalkyl, lower alkoxy carbonyl, lower N-alkylcarbamoyl, lower N,N-dialkylcarbamoyl, lower alkanoylamino, lower cyanoalkoxy, lower carbamoylalkoxy, lower

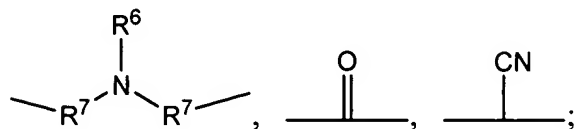


alkoxycarbonylalkoxy and $(R^8)_n$; wherein R^1 is at least one substituent selected from 5- and 6-membered heterocyclo, lower cycloalkyl, lower cycloalkenyl and aryl selected from phenyl, biphenyl and naphthyl, where R^1 is optionally substituted at a substitutable position with one or more radicals selected from lower alkyl, lower haloalkyl, cyano, carboxyl, lower alkoxy carbonyl, hydroxyl, lower hydroxyalkyl, lower haloalkoxy, amino, lower alkylamino, phenylamino, nitro, lower alkoxyalkyl, lower alkylsulfinyl, halo, lower alkoxy and lower alkylthio; wherein R^2 is selected from lower alkyl and amino; wherein R^3 and R^4 together form a group of the formula $-B-X-B^1$ which together with the carbon atom to which B and B^1 are attached, defines a ring having 6 ring atoms, wherein B and B^1 , which may be the same or different, each is alkylene and X is oxy, and which ring may bear one, two or three substituents, which may be the same or different, selected from hydroxyl, lower alkyl, lower alkoxy, lower alkenyloxy, and lower alkynyloxy; wherein R^5 is selected from hydroxyl, lower alkoxy, lower alkylcarbonyloxy, phenylcarbonyloxy, carboxyl, aminocarbonyl, lower alkylaminocarbonyl, lower alkoxy carbonyl, lower alkylaminocarbonyl, lower alkoxy carbonyl, lower acyl, and cyano;

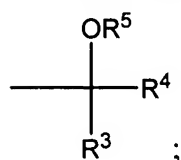
wherein R⁶ is selected from hydrido, lower alkyl, phenyl and lower aralkyl; where R⁷ is selected from lower alkyl, lower alkoxy, lower alkenyl and lower alkynyl; wherein R⁸ is oximino optionally substituted with alkyl; and wherein n is 0 or 1; or a pharmaceutically-acceptable salt thereof.

3. (currently amended) Compound of Claim 2 wherein ~~A is a radical selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isothiazolyl, triazolyl, isoxazolyl, pyrazolyl, cyclopentenyl, phenyl, and pyridyl, wherein~~ A is optionally substituted with a radical selected from acyl, halo, lower alkyl, lower haloalkyl, oxo, cyano, nitro carboxyl, lower alkoxy, minocarbonyl, lower alkoxy carbonyl, lower carboxyalkyl, lower cyanoalkyl, and lower hydroxyalkyl; wherein Y is a radical selected from oxy, thio, sulfinyl, sulfonyl, lower alkyl, lower alkenyl, lower alkynyl, lower alkyloxy, lower hydroxyalkyl, lower hydroxyalkyloxy, lower hydroxyalkyloxyalkyl, lower oximinoalkoxy, lower oximinoalkoxyalkyl, lower (alkyl) oximinoalkoxy, lower (alkyl) oximinoalkoxyalkyl, lower carbonylalkyloxy, lower carbonylalkyloxyalkyl, lower hydroxyalkylthio, lower hydroxyalkylthioalkyl, lower oximinoalkylthio, lower oximinoalkylthioalkyl, lower (alkyl) oximinoalkylthio, lower (alkyl) oximinoalkylthioalkyl, lower carbonylalkylthio, lower carbonylalkylthioalkyl, lower alkylthio, lower alkylcarbonyl, lower cycloalkyl, phenyl, lower haloalkyl, 5- or 6 membered heterocyclo, lower cycloalkenyl, lower aralkyl, lower heterocycloalkyl, acyl, lower alkylthioalkyl, lower alkyloxyalkyl, lower alkenylthio, lower alkynylthio, lower alkenyloxy, lower alkynyloxy, lower alkenylthioalkyl, lower alkynylthioalkyl, lower alkenyloxyalkyl, lower alkynyloxyalkyl, phenylcarbonyl, lower aralkylcarbonyl, lower aralykenyl, lower alkylarylalkynyloxy, lower alkylarylalkynylthio, lower haloalkylcarbonyl, lower alkylaminocarbonylalkyl, lower arylthioalkyl, lower aryloxyalkyl, lower aralkylthioalkyl, lower aralkoxyalkyl, lower alkoxy carbonylalkyl, lower aminocarbonylalkyl, lower N-alkylaminocarbonyl, N-phenylaminocarbonyl, lower alkylcarbonylalkyl, lower N-alkylamino, N-phenylamino, lower N-aralkylamino, lower aminoalkyl, lower N-alkylaminoalkyl, lower N-aryl aminoalkyl, lower N-aralkylaminoalkyl, lower aminoalkoxy, lower aminoalkoxyalkyl, lower aminoalkylthio, lower aminoalkylthioalkyl, lower cycloalkyloxy, lower cycloalkylalkyloxy, lower cycloalkylthio, lower cycloalkylalkylthio, phenyloxy, lower aralkoxy, phenylthio, lower aralkylthio, lower

phenylaminosulfonyl, phenylsulfonyl, oximino,



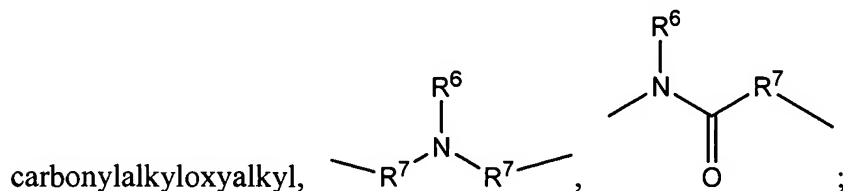
from halo, hydroxyl, mercapto, amino, nitro, cyano, lower alkyl, lower alkoxy, and



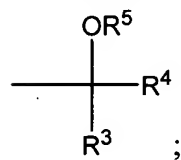
lower alkoxy, lower alkenyl and lower alkynyl; or a pharmaceutically-acceptable salt thereof.

lower alkynyl, aryl, lower cycloalkyl, 5-or 6-membered heterocyclo, aralkyl, lower alkyloxy,

aryloxy, arylthio, 5- or 6 membered heterocyclooxy, lower aralkylthio, lower aralkyloxy, lower alkylthio, lower alkynyloxy, lower alkynylthio, lower alkynyloxyalkyl, lower alkenyloxy, lower alkenylthio, lower alkenyloxyalkyl, lower alkyloxyalkyl, lower alkylthioalkyl, lower hydroxyalkyloxy, lower alkylarylalkynyloxy, lower alkoxycarbonylalkyl, lower hydroxyalkyloxyalkyl, lower oximinoalkoxy, lower oximinoalkoxyalkyl, lower (alkyl) oximinoalkoxy, lower (alkyl) oximinoalkoxyalkyl, lower carbonylalkyloxy, lower



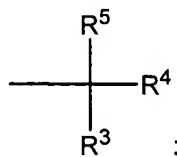
wherein Ar is selected from phenyl, thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isothiazolyl, isoxazolyl, pyrazolyl, and pyridyl, wherein Ar is optionally substituted with one or two substituents selected from halo, hydroxyl, mercapto, lower alkyl, lower alkoxy, and



wherein R¹ is at least one substituent selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isothiazolyl, isoxazolyl, pyrazolyl, cyclopentenyl, pyridyl, and phenyl, where R¹ is optionally substituted at a substitutable position with one or more radicals selected from lower alkyl, lower haloalkyl, hydroxyl, lower hydroxyalkyl, lower haloalkoxy, nitro, lower alkoxyalkyl, halo, lower alkoxy and lower alkylthio; wherein R² is selected from lower alkyl and amino; wherein R³ and R⁴ together form a tetrahydropyran ring, and which ring may bear one, two or three substituents, which may be the same or different, selected from hydroxyl, lower alkyl, and lower alkoxy; wherein R⁵ is selected from hydroxyl and lower alkoxy; wherein R⁶ is selected from hydrido, and lower alkyl; and wherein R⁷ is selected from lower alkyl and lower alkoxy; or a pharmaceutically-acceptable salt thereof.

5. (currently amended) Compound of Claim 4 wherein A is ~~a radical selected from thienyl, oxazolyl, furyl, pyrrolyl, triazolyl, thiazolyl, imidazolyl, isoxazolyl, pyrazolyl, cyclopentenyl, phenyl, and pyridyl, wherein A is~~ optionally substituted with a radical selected

from acyl, fluoro, chloro, bromo, methyl, trifluoromethyl, oxo, cyano, carboxyl, methoxy, aminocarbonyl, methoxycarbonyl, ethoxycarbonyl, acetyl, carboxypropyl, and hydroxymethyl; wherein Y is a radical selected from oxy, ethyl, propyl, isopropyl, butyl, 1-propynyl, 2-propynyl, methyloxy, ethyloxy, propyloxy, methylthio, (Z)-1-propenyloxy, (E)-2-propenyloxy, (Z)-2-propenyloxy, (E)-1-propenyloxy, (Z)-1-propenyloxymethyl, (E)-2-propenyloxymethyl, (Z)-2-propenyloxymethyl, (E)-1-propenyloxymethyl, 1-propynyloxy, 2-propynyloxy, 1-propynylthio, 2-propynylthio, hydroxymethyloxy, 1-hydroxyethyloxy, 2-hydroxypropyloxy, hydroxymethyloxymethyl, 1-hydroxyethyloxymethyl, 2-hydroxypropyloxymethyl, methyloxymethyl, ethyloxymethyl, propyloxymethyl, 1-propynyloxymethyl, oximinomethyloxy, oximinomethyloxymethyl, (methyl) oximinomethyloxy, (methyl) oximinomethyloxymethyl, triazolylmethyloxy, triazolylmethyloxymethyl, 1-(methoxymethyl) ethyl, methylthiomethyl, ethylthiomethyl, methylphenylpropynyloxy, N-ethyl-N-methylaminocarbonylmethyloxy, N-ethyl-N-methylaminoethyloxy, carbonylmethyloxy, carbonylbutyloxy, and carbonylmethyloxymethyl; wherein Ar is selected from thienyl, pyridyl, thiazolyl, and phenyl, where Ar is optionally substituted with one or two substituents selected from fluoro, chloro,



bromo, hydroxyl, mercapto, methyl, methoxy, and
wherein R¹ is selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isoxazolyl, pyrazolyl, pyridyl, and phenyl, where R¹ is optionally substituted at a substitutable position with one or more radicals selected from methyl, trifluoromethyl, hydroxyl, hydroxymethyl, trifluoromethoxy, nitro, methoxymethyl, fluoro, chloro, bromo, methoxy and methylthio; wherein R² is methyl or amino; wherein R³ and R⁴ together form a tetrahydropyran ring, and which ring may bear one, two or three substituents, which may be the same or different, selected from hydroxyl, methyl, and methoxy; and wherein R⁵ is selected from hydroxyl and methoxy; or a pharmaceutically-acceptable salt thereof.

6. (currently amended) Compound of Claim 5 selected from compounds and their pharmaceutically-acceptable salts, of the group consisting of

~~4-[2-[[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]methyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~methyl 5-[4-(aminosulfonyl)phenyl]- α -[[3-(tetrahydro-4-methoxypyran-4-yl)phenyl]methyl]-4-phenyloxazole-2-acetate;~~

~~N-[2-[5-[4-(aminosulfonyl)phenyl]-4-phenyloxazol-2-yl]ethyl]-2-[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy-N-methylacetamide;~~

~~N-[2-[4-[4-(aminosulfonyl)phenyl]-5-phenyloxazol-2-yl]ethyl]-2-[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy-N-methylacetamide;~~

~~4-[2-[[2-[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]ethyl]-N-methylaminoethyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[[2-[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]ethyl]-N-methylaminoethyl]-5-phenyloxazol-4-yl]benzenesulfonamide;~~

~~4-[2-[[4-[3-[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]-1-propynyl]phenyl]phenyl]methyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[[4-[3-[3-fluoro-5-(tetrahydro-4-hydroxypyran-4-yl)phenoxy]-1-propynyl]phenyl]methyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]methyl]-4-(4-fluorophenyl)oxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[4-[[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]methyl]phenylmethyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[5-[[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]methyl]-3-phenylisoxazol-4-yl]benzenesulfonamide;~~

~~4-[2-[[[3-(tetrahydro-4-methoxypyran-4-yl)phenylmethyl]oxy]methyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[[[3-(tetrahydro-4-methoxypyran-4-yl)phenylmethyl]thio]methyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[[[3-(tetrahydro-4-methoxypyran-4-yl)phenylmethyl]thio]ethyl]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[3-(tetrahydro-4-methoxypyran-4-yl)phenyl]methoxy]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~4-[2-[3-(tetrahydro-4-methoxypyran-4-yl)phenyl]methylthio]-4-phenyloxazol-5-yl]benzenesulfonamide;~~

~~N-[2-[5-[4-(aminosulfonyl)phenyl]-4-phenyloxazol-1-yl]ethylamino]-2-[3-fluoro-5-(tetrahydro-4-methoxypyran-4-yl)phenoxy]acetamide;~~

~~4-[5-(4-chlorophenyl)-3-(3-methoxyphenyl)oxymethyl-1H-pyrazol-1-yl]benzenesulfonamide;~~

~~4-[5-(4-chlorophenyl)-3-(3-methoxyphenyl)thiomethyl-1H-pyrazol-1-yl]benzenesulfonamide;~~

~~4-[5-(4-chlorophenyl)-3-[[3-fluoro-5-(3,4,5,6-tetrahydro-4-methoxy-2H-pyran-4-yl)phenoxy]-1H-pyrazol-1-yl]benzenesulfonamide; and~~

~~4-[5-(4-chlorophenyl)-3-[[3-fluoro-5-(3,4,5,6-tetrahydro-4-methoxy-2H-pyran-4-yl)phenoxy]methyl]-1H-pyrazol-1-yl]benzenesulfonamide;~~

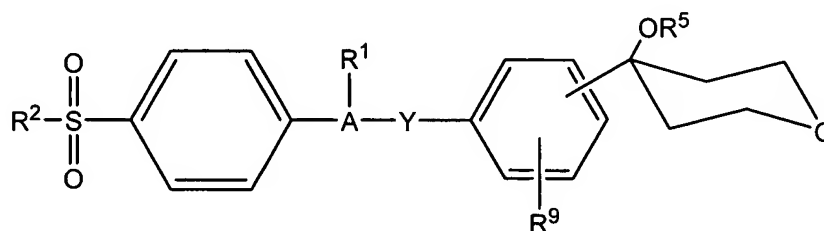
~~4-[2-[3-(4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl)phenoxy]-4-phenyl-5-oxazolyl]benzenesulfonamide;~~

~~4-[2-[3-fluoro-5-(4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl)phenoxy]-4-phenyl-5-oxazolyl]benzenesulfonamide;~~

~~4-(4-fluorophenyl)-2-[[3-fluoro-5-(3,4,5,6-tetrahydro-4-methoxy-2H-pyran-4-yl)phenoxy)methyl]-5-(4-(methylsulfonyl)phenyl)oxazole; and~~

~~4-(4-fluorophenyl)-5-(4-(methylsulfonyl)phenyl)-2-[[3-(3,4,5,6-tetrahydro-4-methoxy-2H-pyran-4-yl)phenoxy)methyl]oxazole.~~

7. (currently amended) A compound of Formula II



wherein A is a ~~ring substituent selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isothiazolyl, triazolyl, isoxazolyl, pyrazolyl, cyclopentenyl, phenyl, and pyridyl;~~ wherein A is optionally substituted with a radical selected from acyl, halo, hydroxyl,

lower alkyl, lower haloalkyl, oxo, cyano, nitro, carboxyl, lower alkoxy, aminocarbonyl, lower alkoxy carbonyl, lower carboxyalkyl, lower cyanoalkyl, and lower hydroxyalkyl;

wherein Y is a radical selected from oxy, thio, sulfinyl, sulfonyl, lower alkyl, lower alkynyl, lower alkenyl, lower hydroxyalkyl, aryl, lower cycloalkyl, 5- or 6-membered heterocyclo, aralkyl, lower alkyloxy, aryloxy, arylthio, lower cycloalkyloxy, 5- or 6-membered heterocyclooxy, lower aralkylthio, lower aralkyloxy, lower alkylthio, lower alkynyloxy, lower alkynylthio, lower alkynyloxyalkyl, lower alkenyloxy, lower alkenylthio, lower alkenyloxyalkyl, lower alkyloxyalkyl, lower alkylthioalkyl, lower hydroxyalkylthio, lower hydroxyalkylthioalkyl, lower oximinoalkylthio, lower oximinoalkylthioalkyl, lower (alkyl) oximinoalkylthio, lower (alkyl) oximinoalkylthioalkyl, lower alkylarylalkynyloxy, lower dialkylaminoalkyloxy, lower dialkylaminocarbonylalkyloxy, lower alkoxy carbonylalkyl, lower carbonylalkylthio, lower carbonylalkylthioalkyl, lower hydroxyalkyloxy, lower hydroxyalkyloxyalkyl, lower oximinoalkoxy, lower oximinoalkoxyalkyl, lower (alkyl) oximinoalkoxy, lower (alkyl) oximinoalkoxyalkyl, lower carbonylalkyloxy, and lower carbonylalkyloxyalkyl;

wherein R¹ is a substituent selected from 5- and 6-membered heterocyclo, lower cycloalkyl, lower cycloalkenyl and aryl selected from phenyl, biphenyl and naphthyl, wherein R¹ is optionally substituted at a substitutable position with one or more radicals selected from lower alkyl, lower haloalkyl, cyano, carboxyl, lower alkoxy carbonyl, hydroxyl, lower hydroxyalkyl, lower haloalkoxy, amino, lower alkylamino, phenylamino, lower alkoxyalkyl, lower alkylsulfinyl, halo, lower alkoxy and lower alkylthio;

wherein R² is one or two substituents selected from halo, hydroxyl, amino, nitro, cyano, carbamoyl, alkyl, alkenyloxy, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, dialkylamino, haloalkyl, alkoxy carbonyl, N-alkylcarbamoyl, N,N-dialkylcarbamoyl, alkanoylamino, cyanoalkoxy, carbamoylalkoxy, and alkoxy carbonylalkoxy; and

wherein R¹⁰ is selected from hydrido, alkyl, alkenyl, alkynyl, cyanoalkyl, alkanoyl, and benzoyl optionally substituted with a substituent selected from halo, alkyl and alkoxy;

or a pharmaceutically-acceptable salt thereof.

8. (currently amended) Compound of Claim 7 wherein A is ~~a ring substituent selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, triazolyl, isoxazolyl, pyrazolyl,~~

~~cyclopentenyl, phenyl, and pyridyl; wherein A is~~ optionally substituted with a radical selected from acyl, halo, hydroxyl, lower alkyl, lower haloalkyl, oxo cyano, nitro, carboxyl, lower alkoxy, aminocarbonyl, lower alkoxy carbonyl, lower carboxyalkyl, lower cyanoalkyl, and lower hydroxyalkyl; wherein Y is a radical selected from oxy, lower alkyl, lower alkynyl, 5- or 6-membered heterocyclo, lower heterocycloalkyloxyalkyl, lower hydroxyalkyl, lower alkyloxy, lower alkylthio, lower alkyloxyalkyl, lower alkenyloxy, lower alkenyloxyalkyl, lower alkynyloxy, lower alkynylthio, lower alkynyloxyalkyl, lower alkylthioalkyl, lower hydroxyalkylthio, lower hydroxyalkylthioalkyl, lower oximinoalkylthio, lower oximinoalkylthioalkyl, lower (alkyl) oximinoalkylthio, lower (alkyl) oximinoalkylthioalkyl, lower carbonylalkylthio, lower carbonylalkylthioalkyl, lower alkylarylalkynyloxy, lower dialkylaminoalkyloxy, lower dialkylaminocarbonylalkyloxy, lower alkoxy carbonylalkyl, lower hydroxyalkyloxy, lower hydroxyalkyloxyalkyl, lower oximinoalkoxy, lower oximinoalkoxyalkyl, lower (alkyl) oximinoalkoxy, lower (alkyl) oximinoalkoxyalkyl, lower carbonylalkyloxy, and lower carbonylalkyloxyalkyl; wherein R¹ is phenyl optionally substituted at a substitutable position with one or more radicals selected from lower alkyl, lower haloalkyl, hydroxyl, lower hydroxyalkyl, halo, and lower alkoxy; wherein R² is selected from lower alkyl and amino; wherein R⁹ is one or two substituents selected from halo, hydroxyl, amino, lower alkyl, lower alkoxy; and wherein R¹⁰ is selected from hydrido, and lower alkyl; or a pharmaceutically-acceptable salt thereof.

9. (currently amended) Compound of Claim 8 wherein A is ~~a radical selected from thienyl, oxazolyl, furyl, pyrrolyl, thiazolyl, imidazolyl, isoxazolyl, pyrazolyl, cyclopentenyl, phenyl, and pyridyl; wherein A is~~ optionally substituted with a radical selected from formyl, fluoro, chloro, bromo, hydroxyl, methyl, ethyl, isopropyl, butyl, *tert*-butyl, isobutyl, pentyl, hexyl, fluoromethyl, difluoromethyl, trifluoromethyl, chloromethyl, dischloromethyl, trichloromethyl, pentafluoroethyl, heptafluoropropyl, fluoromethyl, difluoroethyl, difluoropropyl, dischloroethyl, dischloropropyl, oxo, cyano, nitro, carboxyl, methoxy, ethoxy, propoxy, *n*-butoxy, pentoxy, hexyloxy, methylenedioxy, aminocarbonyl, methoxycarbonyl, carboxypropyl, carboxymethyl, carboxyethyl, cyanomethyl, and hydroxymethyl; wherein Y is a radical selected from oxy, ethyl, propyl, isopropyl, butyl, 1-propynyl, 2-propynyl, methyloxy,

ethyloxy, propyloxy, methylthio, (Z)-1-propenyloxy, (e)-2-propenyloxy, (Z)-2-propenyloxy, (E)-1-propenyloxy, (Z)-1-propenyloxymethyl, (E)-2-propenyloxymethyl, (Z)-2-propenyloxymethyl, (E)-1-propenyloxymethyl, 1-propynyloxy, 2-propynyloxy, 1-propynylthio, 2-propynylthio, hydroxymethyl, hydroxyethyl, hydroxypropyl, hydroxymethyloxy, 1-hydroxyethyloxy, 2-hydroxypropyloxy, hydroxymethyloxymethyl, 1-hydroxyethylxoymethyl, 2-hydroxypropyloxymethyl, methyloxymethyl, ethyloxymethyl, propyloxymethyl, 1-propynyloxymethyl, hydroxymethylthio, 1-hydroxyethylthio, 2-hydroxypropylthio, 1-hydroxyethylthio, 2-hydroxypropylthio, hydroxymethylthiomethyl, 1-hydroxyethylthiomethyl, 2-hydroxypropylthiomethyl, oximinomethylthio, oximinomethylthiomethyl, (methyl) oximinomethylthio, (methyl) oximinomethylthiomethyl, triazolylmethyloxy, triazolylmethyloxymethyl, carbonylmethylthio, carbonylbutylthio, carbonylmethylthiomethyl, oximinomethyloxy, oximinomethyloxymethyl, (methyl) oximinomethyloxy, methylthiomethyl, (methyl) oximinomethyloxymethyl, ethylthiomethyl, 1-(methoxycarbonyl) ethyl, methylphenylpropynyloxy, N-ethyl-N-methylaminocarbonylmethyloxy, N-ethyl-N-methylaminoethyloxy, triazolyl, carbonylmethyloxy, carbonylbutyloxy, and carbonylmethyloxymethyl; wherein R¹ is phenyl optionally substituted at a substitutable position with one or more radicals selected from methyl, ethyl, isopropyl, butyl, *tert*-butyl, isobutyl, pentyl, hexyl, fluoromethyl, difluoromethyl, trifluoromethyl, chloromethyl, dischloromethyl, trichloromethyl, pentafluoroethyl, heptafluoropropyl, fluoromethyl, difluoroethyl, difluoropropyl, dichloroethyl, fluoro, dichloropropyl, hydroxyl, hydroxymethyl, chloro, bromo, methoxy, ethoxy, propoxy, n-butoxy, pentoxy, and hexyloxy; wherein R² is selected from methyl and amino; wherein R⁹ is one or two substituents selected from fluoro, chloro, bromo, hydroxyl, amino, methyl, ethyl, isopropyl, butyl, *tert*-butyl, isobutyl, pentyl, hexyl, methoxy, ethoxy, propoxy, n-butoxy, pentoxy, and hexyloxy; and wherein R¹⁰ is selected from hydrido, and methyl; or a pharmaceutically-acceptable salt thereof.

10. (original) A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 1-9, or a pharmaceutically-acceptable sale thereof.

11. (withdrawn) A method of treating a condition benefited by the inhibition of 5-lipoxygenase, cyclooxygenase-2 or both 5-lipoxygenase and cyclooxygenase-2, said method comprising treating the subject having or susceptible to such inflammation or inflammation-associated disorder, with a therapeutically-effective amount of a compound of Claim 1-9, or a pharmaceutically-acceptable salt thereof.

12. (withdrawn) The method of Claim 11 wherein the condition is inflammation or an inflammation-associated disorder.

13. (withdrawn) The method of Claim 12 wherein the condition is inflammation.

14. (withdrawn) The method of Claim 12 wherein the condition is an inflammation-associated disorder.

15. (withdrawn) The method of Claim 14 wherein the inflammation-associated disorder is arthritis.

16. (withdrawn) The method of Claim 14 wherein the inflammation-associated disorder is pain.

17. (withdrawn) The method of Claim 14 wherein the inflammation-associated disorder is fever.